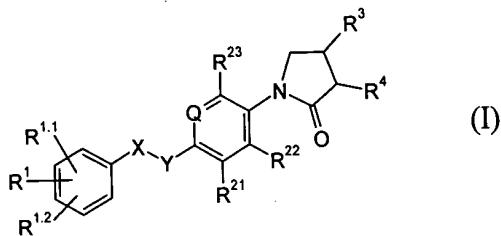


**CLAIM AMENDMENTS**

1. (Currently Amended) A compound of the formula I



wherein

Q is =N or =C(R<sup>24</sup>)-;

X-Y is -CH<sub>2</sub>-CH<sub>2</sub>-, -CH=CH- or -CH<sub>2</sub>-O-;

R<sup>1</sup>, R<sup>1.1</sup> and R<sup>1.2</sup> independently from each other are selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;

R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> independently from each other are selected from the group consisting of hydrogen and halogen;

R<sup>24</sup> is hydrogen, halogen or methyl;

R<sup>3</sup> is -C(O)N(H)CH<sub>3</sub> or -CH<sub>2</sub>CN; and

R<sup>4</sup> is hydrogen;

or an individual isomer or racemic or non-racemic mixture thereof.

2. (Original) A compound according to claim 1 wherein Q is =C(R<sup>24</sup>)-.

3. (Original) A compound according to claim 2 wherein -X-Y- is -CH<sub>2</sub>-O-; R<sup>1</sup>, R<sup>1.1</sup>, and R<sup>1.2</sup> independently are selected from the group consisting of hydrogen, halogen, methyl,

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halogenmethyl, cyano, methoxy, and halogenmethoxy; R<sup>21</sup>, R<sup>22</sup>, and R<sup>23</sup> are hydrogen; and R<sup>3</sup> is –C(O)N(H)CH<sub>3</sub>.

4. (Cancelled)

5. (Original) A compound of claim 1 wherein X-Y is –CH<sub>2</sub>-O-.

6. (Original) A compound according to claim 1 wherein R<sup>3</sup> is –C(O)N(H)CH<sub>3</sub>.

7. (Original) A compound according to claim 1 wherein R<sup>3</sup> is CH<sub>2</sub>CN.

8. (Original) A compound according to claim 1 wherein X-Y is –CH<sub>2</sub>-CH<sub>2</sub>- or –CH=CH-.

9. (Original) A compound according to claim 1 wherein R<sup>21</sup>, R<sup>22</sup>, and R<sup>23</sup> are hydrogen.

10. (Original) A compound according to claim 1 wherein R<sup>21</sup> and R<sup>23</sup> are hydrogen and R<sup>22</sup> is fluoro.

11. (Original) A compound according to claim 1 wherein Q is =CH-, =CF-, or =C(CH<sub>3</sub>)-.

12. (Original) A compound according to claim 11 wherein Q is =CH-; X-Y is CH<sub>2</sub>-O-; R<sup>21</sup>, R<sup>22</sup>, and R<sup>23</sup> are hydrogen; and R<sup>3</sup> is –C(O)N(H)CH<sub>3</sub>.

13. (Original) A compound according to claim 12 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  independently are selected from the group consisting of hydrogen, halogen, methyl, halogenmethyl, cyano, methoxy, and halogenmethoxy.

14. (Original) A compound according to claim 12 wherein  $R^{1.1}$  and  $R^{1.2}$  are hydrogen and  $R^1$  is selected from fluoro, chloro, halogenmethyl, cyano, methoxy, and halogenmethoxy.

15. (Original) A compound according to claim 1 wherein  $R^1$ ,  $R^{1.1}$  and  $R^{1.2}$  independently from each other are selected from the group consisting of hydrogen, halogen, methyl, halogenmethyl, cyano, methoxy or halogen-methoxy.

16. (Original) A compound according to claim 1 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  are halogen.

17. (Original) A compound according to claim 16 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  are fluoro.

18. (Original) A compound according to claim 17 wherein  $R^1$ ,  $R^{1.1}$ , and  $R^{1.2}$  are 2,4,6-trifluoro; 2,4,5-trifluoro; 2,3,6-trifluoro; 2,3,4-trifluoro; or 3,4,5-trifluoro.

19. (Original) A compound according to claim 1 wherein  $R^{1.2}$  is hydrogen and  $R^1$  and  $R^{1.1}$  independently from each other are selected from the group consisting of hydrogen, halogen, cyano, ( $C_1$ - $C_6$ )-alkyl, halogen-( $C_1$ - $C_6$ )-alkyl, ( $C_1$ - $C_6$ )-alkoxy or halogen-( $C_1$ - $C_6$ )-alkoxy.

20. (Original) A compound according to claim 19 wherein R<sup>1</sup> and R<sup>1.1</sup> independently are halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.

21. (Original) A compound according to claim 20 wherein R<sup>1.1</sup> is halogen and R<sup>1</sup> is halogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl.

22. (Original) A compound according to claim 1 wherein R<sup>1</sup>, R<sup>1.1</sup>, and R<sup>1.2</sup> are hydrogen.

23. (Original) A compound according to claim 1 wherein R<sup>1.1</sup> and R<sup>1.2</sup> are hydrogen and R<sup>1</sup> is selected from halogen, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy.

24. (Original) A compound according to claim 23 wherein R<sup>1</sup> is halogen, methyl, halogenmethyl, cyano, methoxy, and halogenmethoxy.

25. (Original) A compound according to claim 24 wherein R<sup>1</sup> is fluoro.

26. (Original) A compound according to claim 25 wherein R<sup>1</sup> is 3-fluoro or 4-fluoro.

27. (Original) A compound according to claim 24 wherein R<sup>1</sup> is chloro.

28. (Original) A compound according to claim 27 wherein R<sup>1</sup> is 3-chloro.

29. (Original) A compound according to claim 24 wherein R<sup>1</sup> is halogenmethyl.

30. (Original) A compound according to claim 29 wherein R<sup>1</sup> is 3-trifluoromethyl.

31. (Original) A compound according to claim 24 wherein R<sup>1</sup> is cyano.

32. (Original) A compound according to claim 24 wherein R<sup>1</sup> is methoxy.

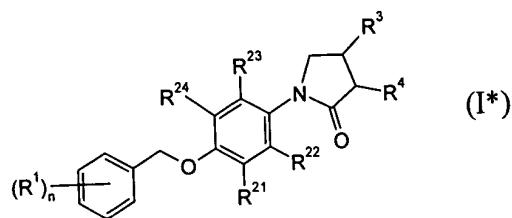
33. (Original) A compound according to claim 32 wherein R<sup>1</sup> is 2-methoxy, 3-methoxy, or 4-methoxy.

34. (Original) A compound according to claim 24 wherein R<sup>1</sup> is halogenmethoxy.

35. (Original) A compound according to claim 34 wherein R<sup>1</sup> is 3-trifluoromethoxy.

36. (Original) A compound according to claim 1 wherein the compound has (R)-configuration.

37. (Currently Amended) A compound of the formula I\*



wherein

R<sup>1</sup> is halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy; R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup> and R<sup>24</sup> independently from each other are selected from the group consisting of

hydrogen and halogen;

R<sup>3</sup> is -CONHR<sup>5</sup>, -CH<sub>2</sub>CN or -CN;

R<sup>4</sup> is hydrogen;

R<sup>5</sup> is methyl; and

n is 0, 1, 2 or 3;

or an as well as individual isomer[[s]], racemic or non-racemic mixture[[s]] thereof.

38. (Original) A compound according to claim 37 wherein R<sup>3</sup> is -C(O)N(H)CH<sub>3</sub>.

39. (Original) A compound according to claim 37 wherein R<sup>3</sup> is CH<sub>2</sub>CN and R<sup>4</sup> is hydrogen.

40. (Original) A compound according to claim 37 wherein n is 1 or 2.

41. (Original) A compound according to claim 37 wherein R<sup>1</sup> is halogen or halogen (C<sub>1</sub>-C<sub>6</sub>)-alkyl.

42. (Original) A compound according to claim 41 wherein R<sup>1</sup> is fluoro, chloro, or trifluoromethyl.

43. (Original) A compound selected from the group consisting of (RS)-1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-[1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-1-[4-(3-chloro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-[1-[4-(3,4-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-[1-[4-(2,6-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-5-oxo-1-[4-(2,4,6-trifluoro-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide, (RS)-5-oxo-1-[4-(2,4,5-trifluoro-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide, (RS)-5-oxo-1-[4-(2,3,6-trifluoro-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide, (RS)-5-oxo-1-[4-(2,3,4-trifluoro-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide, and (RS)-5-oxo-1-[4-(3,4,5-trifluoro-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide.

44. (Original) A compound selected from the group consisting of (RS)-1-[4-(5-fluoro-2-methyl-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-1-[4-(3-methoxy-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-1-[4-(2-methoxy-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, (RS)-5-oxo-1-[4-(3-trifluoromethoxy-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide, (RS)-5-oxo-1-[4-(3-trifluoromethyl-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide,

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(RS)-1-[4-(3-cyano-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(RS)-1-[4-(3-fluoro-benzyloxy)-3-methyl-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-[4-(4-fluoro-benzyloxy)-3-methyl-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-[4-(3-chloro-benzyloxy)-3-methyl-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-[3-fluoro-4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-[2-fluoro-4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide, and  
(RS)-1-[2,5-difluoro-4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide.

45. (Original) A compound selected from the group consisting of  
(RS)-1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(R)-1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(S)-1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(R)-1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(S)-1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(R)-1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(R)-1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(R)-1-[4-(3-chloro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide, and  
(R)-1-[4-(2,6-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide.

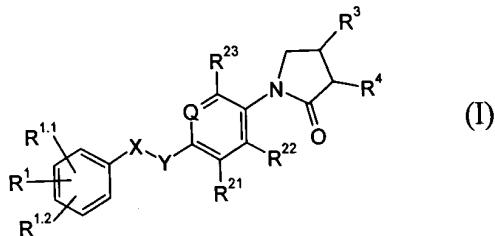
46. (Original) A compound selected from the group consisting of  
(R)-5-oxo-1-[4-(2,4,6-trifluoro-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide,  
(RS)-1-[4-(3,4-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetonitrile,  
(RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetonitrile,  
(RS)-[1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidin-3-yl]-acetonitrile,  
(RS)-(E)-1-{4-[2-(3-fluoro-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-(E)-1-{4-[2-(4-methoxy-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-(E)-1-{4-[2-(3-methoxy-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide, and  
(RS)-(E)-1-{4-[2-(4-fluoro-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide.

47. (Original) A compound selected from the group consisting of  
(RS)-1-{4-[2-(3-chloro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-{4-[2-(4-chloro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-{4-[2-(3-fluoro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(RS)-1-{4-[2-(4-fluoro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
(RS)-1-{4-[2-(3-methoxy-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidine-3-carboxylic acid  
methylamide,  
(RS)-1-[6-(4-fluoro-benzyloxy)-pyridin-3-yl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide,  
and

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(RS)-1-[4-(2-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidine-3-carboxylic acid methylamide.

48. (Original) A composition comprising a compound of formula I



wherein

Q is =N- or =C(R<sup>24</sup>)-;

X-Y is -CH<sub>2</sub>-CH<sub>2</sub>-, -CH=CH- or -CH<sub>2</sub>-O-;

R<sup>1</sup>, R<sup>1,1</sup> and R<sup>1,2</sup> independently from each other are selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-C<sub>6</sub>)-alkyl, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;

R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> independently from each other are selected from the group consisting of hydrogen and halogen;

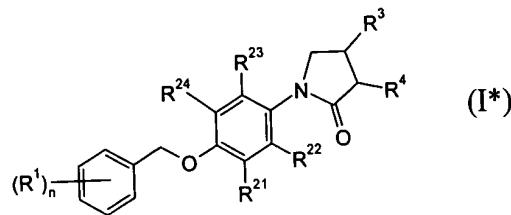
R<sup>24</sup> is hydrogen, halogen or methyl;

R<sup>3</sup> is -C(O)N(H)CH<sub>3</sub> or -CH<sub>2</sub>CN; and

R<sup>4</sup> is hydrogen;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

49. (Original) A composition comprising a compound of formula I\*



wherein

$R^1$  is halogen, halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkyl, cyano, (C<sub>1</sub>-C<sub>6</sub>)-alkoxy or halogen-(C<sub>1</sub>-C<sub>6</sub>)-alkoxy;  
 $R^{21}$ ,  $R^{22}$ ,  $R^{23}$  and  $R^{24}$  independently from each other are selected from the group consisting of  
hydrogen and halogen;

$R^3$  is -CONHR<sup>5</sup>, -CH<sub>2</sub>CN or -CN;

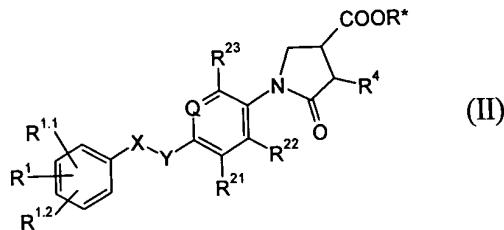
$R^4$  is hydrogen;

$R^5$  is methyl; and

$n$  is 0, 1, 2 or 3;

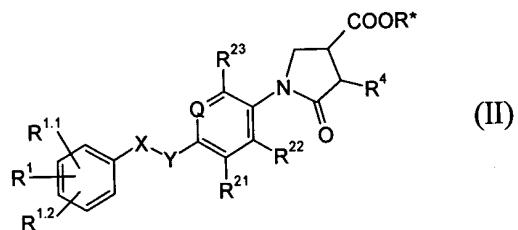
or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

50. (Original) A process for the preparation of compounds of formula I according to claim 1 wherein  $R^3$  is -C(O)N(H)CH<sub>3</sub> comprising reacting a compound of formula II

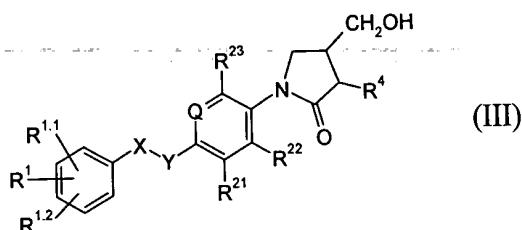


wherein  $R^1$ ,  $R^{1,1}$ ,  $R^{1,2}$ ,  $R^{21}$ ,  $R^{22}$ ,  $R^{23}$ ,  $R^4$ , -X-Y- and Q have the meanings as defined in claim 1 and  $R^*$  is hydrogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl with an amine of formula H<sub>2</sub>N-R<sup>5</sup>, wherein R<sup>5</sup> has the meaning as defined in claim 1.,

51. (Original) A process for the preparation of compounds of formula I according to claim 1 wherein R<sup>3</sup> is CH<sub>2</sub>CN comprising reducing a compound of formula II



wherein R<sup>1</sup>, R<sup>1.1</sup>, R<sup>1.2</sup>, R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup>, R<sup>4</sup>, -X-Y- and Q have the meanings as defined in claim 1 and R\* is hydrogen or (C<sub>1</sub>-C<sub>6</sub>)-alkyl to a compound of formula III



wherein R<sup>1</sup>, R<sup>1.1</sup>, R<sup>1.2</sup>, R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup>, R<sup>4</sup>, -X-Y- and Q have the meanings as defined in claim 1, and reacting the compound of formula III with a cyanide salt.

52. (Original) A method for the treatment of Alzheimer's disease comprising administering to an individual a therapeutically effective amount of a compound of claim 1.

53. (Original) A method for the treatment of senile dementia comprising administering to an individual a therapeutically effective amount of a compound of claim 1.